

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|--|---|----------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Stateless Systems Pty Ltd | | 11/24/2010 | Proprietary limited company: AUSTRALIA |
| RECEIVING PARTY DATA | | | |
| Name: | RMN Acquisition Co., LLC | | |
| Street Address: | 515 South Congress Avenue, #700 | | |
| City: | Austin | | |
| State/Country: | TEXAS | | |
| Postal Code: | 78704 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 77814559 | RETAILMENOT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (650)687-1201 | | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | | |
| Phone: | 650 833 2373 | | |
| Email: | tmdocket@dlapiper.com, barbara.ellen@dlapiper.com | | |
| Correspondent Name: | Paul A. McLean, Esq. c/o DLA Piper LLP | | |
| Address Line 1: | 2000 University Avenue | | |
| Address Line 4: | East Palo Alto, CALIFORNIA 94303 | | |
| NAME OF SUBMITTER: | Paul A. McLean, Esq. | | |
| Signature: | /Paul A. McLean/ | | |
| Date: | 12/03/2010 | | |
| Total Attachments: 3 | | | |

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TRADEMARK ASSIGNMENT

This Trademark Assignment (this "**Assignment**") is made from Stateless Systems Pty Ltd, an Australian proprietary limited company registered in Victoria (Australian Company Number 127 487 852), in its capacity as trustee for the Stateless Systems Unit Trust (Australian Business Number 99 129 203 477) ("**Assignor**"), RMN Acquisition Co., LLC, a Delaware limited liability company ("**Assignee**"), a wholly-owned subsidiary of Whale Shark Media, Inc., a Delaware corporation ("**Whale Shark**"), its sole member, whose principal place of business is 515 South Congress Ave., #700, Austin, Texas 78704.

Assignor desires to assign to Assignee, and Assignee agrees to accept, all of Assignor's right, title and interest in and to the trademarks and/or service marks (the "**Marks**") set forth on Exhibit A attached hereto.

In consideration for Assignee entering into that certain Asset Purchase Agreement of even date herewith, by and among Assignor, Assignee, Whale Shark, and Guy King and Bevan Clark, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, transfer, grant, sell and otherwise convey to Assignee, and Assignee hereby accepts, all of Assignor's right, title and interest in and to the Marks, including all common law rights therein and applications to register therefor, together with the goodwill of the business symbolized by the Marks and all claims for damages by reason of past infringements of the Marks with the right to sue for and collect the same for its own use and benefit, and for the use and on behalf of its successors, assigns and other legal representatives.

"Assignor"

Dated: 11/24/10

STATELESS SYSTEMS PTY LTD

By: 

Name: Bevan Clark

Its: Director

"Assignee"

RMN ACQUISITION CO., LLC

By: Whale Shark Media, Inc.

Its: Sole Member

By: _____

G. Cotter Cunningham

Its: President and Chief Executive Officer

Date: _____

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"Assignor"

Dated: 11/24/10

STATELESS SYSTEMS PTY LTD

By: _____

Name: _____

Its: _____

"Assignee"

RMN ACQUISITION CO., LLC

By: Whale Shark Media, Inc.

Its: Sole Member

By:  _____

G. Cotter Cunningham

Its: President and Chief Executive Officer

Date: 11/24/10

EXHIBIT A

| Trademark | Current Owner | Application/ Registration No. | Jurisdiction | Status | Priority Date | Filing Date |
|------------------|--|--|--|---|--------------------------|--|
| RETAILMENOT | Stateless Systems Pty Ltd (Australian corporation) | Reg No.: 1315421 | Australia | Registered | | 17-Aug-2009 (registration as of same date) |
| RETAILMENOT | Stateless Systems Pty Ltd (Australian corporation) | 77/814559 | United States of America | Published 9/29/10 | 17-Aug- 2009 | 27-Aug-2009 |
| RETAILMENOT | Stateless Systems Pty Ltd (Australian corporation) | 1032359 | International Registration (WIPO) Designating European Community, China, Korea (South) and Singapore | Partially Registered (Partial refusal in Singapore) | | 9-Feb-2010 (provisional registration as of same date) |
| RETAILMENOT | Stateless Systems Pty Ltd (Australian corporation) | 1469904 | Canada | Pending Application | | 17-Feb-2010 |